

**OPERATING AGREEMENT
OF
120 MARCUS GARVEY LLC**

THE UNDERSIGNED, BEING THE SOLE MEMBER OF **120 MARCUS GARVEY LLC**, DOES HEREBY ENTER INTO THIS OPERATING AGREEMENT. THE ONLY MEMBER HEREBY FORMED A LIMITED LIABILITY COMPANY PURSUANT TO AND IN ACCORDANCE WITH THE LIMITED LIABILITY COMPANY LAW OF THE STATE OF NEW YORK, AS AMENDED FROM TIME TO TIME, AND HEREBY AGREES AS FOLLOWS:

1. **NAME.** THE NAME OF THE LIMITED LIABILITY COMPANY FORMED HEREBY IS **120 MARCUS GARVEY LLC**;
2. **TERM.** THE TERM OF THE COMPANY SHALL CONTINUE UNTIL AGREED BY MEMBERS UNLESS DISSOLVED BEFORE SUCH DATE IN ACCORDANCE WITH THE LLC;
3. **PURPOSE.** THE COMPANY IS FORMED FOR THE PURPOSE OF ENGAGING IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH LIMITED LIABILITY COMPANIES MAY BE FORMED UNDER THE LLCL AND ENGAGING IN ANY AND ALL ACTIVITIES NECESSARY AND INCIDENTAL TO THE FOREGOING;
4. **ADDRESS.** THE ADDRESS OF THE LIMITED LIABILITY COMPANY SHALL BE 914 BEDFORD AVENUE, BROOKLYN, NEW YORK 11205;
5. THE MANAGER(S) SHALL MANAGE POWERS, THE BUSINESS AND AFFAIRS OF THE LIMITED LIABILITY COMPANY. THE MANAGER(S) SHALL HAVE THE POWER TO DO ANY AND ALL ACTS NECESSARY OF CONVENIENT TO OR FOR THE FURTHERANCE OF THE PURPOSES DESCRIBED HEREIN, INCLUDING ALL POWERS, STATUTORY OR OTHERWISE, POSSESSED BY MEMBERS UNDER THE LLCL. MANAGER(S) SHALL HAVE THE RIGHT TO NEGOTIATE AND SIGN CONTRACTS, TO OPEN, OPERATE AND MAINTAIN BANK ACCOUNTS ON BEHALF OF THE COMPANY IN ANY PART OF THE WORLD, AND GENERALLY OPERATE AND DEAL ON BEHALF OF THE COMPANY;
6. **MANAGERS.** THE MANAGER SHALL BE ELECTED BY THE VOTE OF THE MEMBERS. THE MANAGING MEMBER SHALL BE **TOMER DAFNA AS TO 100% OWNERSHIP**;
7. **CAPITAL CONTRIBUTION.** THE MEMBERS HAVE CONTRIBUTED THE AMOUNTS AGREED UPON;
8. **ALLOCATION OF PROFITS AND LOSSES.** THE COMPANY'S PROFITS AND LOSSES SHALL BE ALLOCATED IN ACCORDANCE TO THE AGREEMENT OF THE MEMBER. A MEMBER MAY WITHDRAW FROM THE COMPANY IN ACCORDANCE WITH THE LLC;
9. **GOVERNING LAW.** THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED UNDER, THE LAWS OF THE STATE OF NEW YORK, ALL RIGHTS AND REMEDIES BEING GOVERNED BY SAID LAWS.

IN WITNESS WHEREOF, THE UNDERSIGNED, INTENDING TO BE LEGALLY BOUND HEREBY, HAS DULY EXECUTED THIS OPERATING AGREEMENT AS OF THE 15th DAY OF JULY, 2014.


TOMER DAFNA